

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, DC

Application of

REPUBLIC AIRLINE INC.
d/b/a/ REPUBLIC AIRLINES

for a certificate of public convenience and
necessity under 49 U.S.C. § 41102 to engage in
interstate scheduled air transportation of persons,
property and mail

Docket No. OST-2003-14579

SUPPLEMENT NO. 5 TO APPLICATION OF REPUBLIC AIRLINE INC.
d/b/a REPUBLIC AIRLINES

Communication with respect to this document should be sent to:

Thomas M. Hanley
President and Chief Operating Officer
Republic Airline Inc.
2500 S. High School Road, Suite 92
Indianapolis, Indiana 46241
317-484-6056 (telephone)
317-484-4577 (telecopier)
thanley@republicairlines.com

Robert E. Cohn
Sheryl R. Israel
SHAW PITTMAN LLP
2300 N Street, N.W.
Washington, DC 20037
202-663-8060 (telephone)
202-663-8007 (telecopier)
Attorneys for
REPUBLIC AIRLINE INC. d/b/a
REPUBLIC AIRLINES

March 8, 2004

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SUPPLEMENT NO. 5 TO APPLICATION OF REPUBLIC AIRLINE INC.
d/b/a REPUBLIC AIRLINES

I. INTRODUCTION

Republic Airline Inc. d/b/a Republic Airlines (“Republic”) hereby files this Supplement No. 5 to its Application for a certificate of public convenience and necessity under 49 U.S.C. §41102. On November 14, 2003, the Department of Transportation (DOT) issued a Final Order awarding Republic a certificate of public convenience and necessity authorizing Republic to engage in interstate scheduled air transportation of persons, property, and mail using small (60 seat or fewer) aircraft. Republic hereby requests authority to use large aircraft; specifically, 70-seat EMB-170 aircraft, and supplements the record in this proceeding to provide the Department updated information regarding recent changes to Republic’s proposed operations.

Republic has entered into a code-share arrangement with United Air Lines, Inc. (United) under which Republic will operate 70-seat EMB-170 aircraft using the “United Express” code, under a “cost-plus” fee-for-service arrangement.¹ (Confidential Exhibit 1 - United Express Agreement between United and Republic). The United arrangement will replace the originally proposed arrangement with US Airways to operate EMB-145 aircraft. United requires the use of the larger, 70-seat EMB-170 aircraft instead of the 50-seat EMB-145 to meet its operational needs.

In connection with the service for United, Republic is moving its base of operations from Louisville, Kentucky to Indianapolis, Indiana.² Indianapolis offers the potential for better synergies and passenger feed within United’s system. Republic expects to launch its scheduled United Express operations in July 2004, operating service between Indianapolis and Washington Dulles International, and between Indianapolis and Chicago O’Hare. Republic plans to operate a fleet of up to 16 EMB-170 aircraft during the first full year of service. (Exhibit 3 - Aircraft Fleet Schedule). To secure the aircraft, Republic has entered into an aircraft purchase agreement which provides, with the backing of its parent Republic Airways Holdings, Inc. (RAH), pre-arranged aircraft financing.

¹ Republic requests registration of the trade names United Express and Republic Airlines. Republic is filing in DOT Docket 95-236 three original signed revised Montreal Agreements reflecting the trade name “Republic Airlines, d/b/a United Express.”

² Attached as Exhibit 2 is a copy of the revised Pre-application Statement of Intent (PASI) filed by Republic with the Indianapolis Flight Standards District Office.

II. REPUBLIC CONTINUES TO MEET ALL OF THE DOT FITNESS CRITERIA AND IS “FIT” TO OPERATE LARGE AIRCRAFT.

All of the Department’s fitness findings regarding Republic remain valid under the revised business model for Republic to operate large aircraft as a United Express carrier under the cost-plus fee for service arrangement with United.

A. Ownership and Management

First, there will be no changes in the ownership of Republic, and the company continues to be a U.S. citizen. Moreover, the President and most of the key personnel for whom the Department has made fitness findings will remain in their positions with the company. Republic has recently hired a new Director of Quality Assurance/Chief Inspector and a Director of Maintenance, both of whom have extensive experience to serve in these positions. (Exhibit 4 - Resumes and Fitness Questionnaires). All of Republic’s key personnel have the expertise and qualifications to oversee large aircraft operations, as proposed by Republic. As such, Republic’s management team continues to have the managerial skills and technical ability to conduct the proposed operations.

B. Financial Resources, Operating Plan and Forecasts

Second, Republic, along with RAH, its parent holding company, continue to have more than sufficient financial resources to fund the proposed operations without undue risk to consumers. Republic will have access to sufficient resources to fund the ongoing costs associated with its start-up. RAH continues to have assets in excess of \$35 million to support Republic’s operations. (See Order to Show Cause, footnote 14).

Under the Agreement with United, Republic will have an assured revenue stream *prior* to conducting its operations through a guaranteed cost reimbursement structure. United will handle all marketing and passenger-related reservations and ticketing matters, including collection of passenger funds and processing refunds, and passengers will be traveling under United's contract of carriage.³ United will purchase all of Republic's available seat miles and will compensate Republic, in advance, for its services without regard to the number of passengers carried. This arrangement provides Republic with an assured, consistent and guaranteed revenue stream prior to conducting operations, including guaranteed reimbursement of a significant portion of its cost. Most of the highly variable costs, such as fuel, insurance, landing fees, aircraft and passenger handling, and distribution fees are paid directly by or passed through to United.

Republic will operate the aircraft as a United Express carrier on the routes identified by United to provide feed for its mainline operations. Republic plans to launch its operations in July 2004, operating from Indianapolis to Chicago O'Hare and to Washington Dulles. United will identify additional routes in the future for Republic's

³ United has agreed to provide emergency family services required pursuant to the Family Assistance Act through contractual arrangement between the parties. Upon executing the agreement, Republic will file information regarding the arrangement with the Department in Docket OST-96-1960 and with the NTSB. Additionally, Republic submits that the Passenger Manifest Information requirements required pursuant to 14 C.F.R. §243 are not applicable since Republic does not intend to operate, within the foreseeable future, any "covered flights" as that term is defined under Part 243. Republic agrees not to operate any "covered flight" segment in the future until it has filed the information required by §243.13 relating to passenger manifest requirements for flights to and from the United States.

service that best fulfill United's operational needs and passenger demands. (Exhibit 5 - Projected Income Statement and Operating Statistics (redacted) and Balance Sheet).

The Department stated in the Show Cause Order (Order 2003-10-6) in this docket that it does not apply the working capital reserve or three-month non-revenue test requirements under the "fee for service" arrangement with a major airline of the type under which Republic will operate. However, since Republic still desires the flexibility to operate a limited number of charter flights, Republic is providing information to establish its financial fitness with respect to charter flights. Republic is forecasting that it will operate approximately 250 block hours in charter services during its first year of operations and that it will incur average expenses of \$3,500 per block hour for these charter services. Thus, it expects to incur \$875,000 in expenses for its first year of charter operations, meaning that it would need \$219,000 in working capital to meet the Department's "three-month" financial fitness test for the proposed charter operations. Republic will have a cash balance of approximately \$500,000 provided by RAH to meet its financial fitness requirements, and will continue to maintain a monthly cash balance of at least \$400,000 during its first year of operations. As such, Republic meets the Department's financial fitness requirements for the charter services that it intends to offer with the EMB-170 aircraft.

C. Compliance with Transportation Code

Finally, nothing has changed to alter the Department's fitness findings with respect to Republic's compliance with the Transportation Code and regulations imposed by Federal and State agencies.

III. CONCLUSION

Republic remains fit, willing, and able to engage in scheduled passenger operations pursuant to the type of "fee for service" code-share arrangement with a major carrier that Republic has entered into with United.

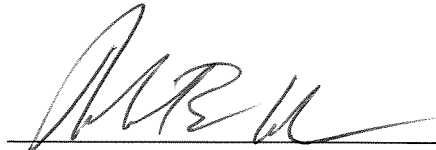
Republic will provide the Department with a copy of the Air Carrier Certificate and Operations Specifications when they are issued by the FAA, along with a copy of a certificate of insurance on OST Form 6410 evidencing liability insurance, plus the other information required by the Department for issuance of the effective certificate.

Republic further requests that the Department modify the terms and conditions set forth in paragraphs 4 and 5 when the Department issues the Effective Certificate to remove the small aircraft restriction consistent with the fitness information provided herein, and further, to update the reference to Republic's new code-share partner, United.

WHEREFORE, for the reasons set forth above and submitted previously in this docket, Republic respectfully requests that the Department find Republic fit to operate large aircraft under the fee-for-service arrangement with United, as proposed herein, and

that when the Department issues Republic its effective certificate, that the terms and conditions set forth in the Certificate be modified accordingly.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'R. E. Cohn', is written over a horizontal line.

Robert E. Cohn
Sheryl R. Israel
SHAW PITTMAN LLP
2300 N Street, NW
Washington, DC 20037
202-663-8060
202-663-8312

Attorneys for REPUBLIC AIRLINE INC.
d/b/a REPUBLIC AIRLINES

CERTIFICATE OF SERVICE

I hereby certify that I have this 8th day of March, 2004, served the foregoing Supplement No. 5 of Republic Airline, Inc. d/b/a Republic Airlines upon those persons listed below.

Thomas M. Hanley
President and COO
Republic Airline, Inc.
2500 S. High School Road, STE 92
Indianapolis, IN 46241

Ernest E. Sowell, Esq.
General Counsel
Teamsters Local 747
1419 FM 1960 Road
Houston, TX 77073

William R. Wilder
Baptiste & Wilder
1150 Connecticut Ave., N.W.
Suite 500
Washington, D.C. 20036

Kenneth A. Moniski
1028 Lakeview Blvd., East #6
Seattle, WA 98102

Skip Miller
General Manager
Regional Airport Authority
Louisville & Jefferson County
PO Box 9129
Louisville, KY 40209

Patricia L. Thomas
Chief, Air Carrier Fitness Division
Office of Aviation Analysis
Department of Transportation
400 Seventh Street, SW
Washington, DC 20590

A. Ben Schene'
Indianapolis FAA Flight
Standards District Office
8303 W. Southern Avenue
Indianapolis, Indiana 46241


Helena Richardson

United Express Agreement
between
United Air Lines, Inc.
and
Republic Airlines

Republic Airlines is requesting confidential treatment of this Exhibit pursuant to 14 CFR §302.12.



PREAPPLICATION STATEMENT OF INTENT

US Department of Transportation
Federal Aviation Administration

PART 1: GENERAL

Section 1A. To Be Completed By All Applicants

1. Name and mailing address of company

Republic Airline, Inc.
d/b/a/ Republic Airlines
2500 S. High School Road, Suite 92
Indianapolis, Indiana 46241

2. Address of principal base of operations:

Indianapolis International Airport
2500 S. High School Road, Suite 92
Indianapolis, Indiana 46241

3. Address of principal maintenance base:

Indianapolis International Airport
2500 S. High School Road, Suite 92
Indianapolis, Indiana 46241

4. Proposed Start-up date

July 1, 2004

5. Requested three-letter company identifier in order of preference:

1. NDY

2. BRK

3.

6. Management Personnel Required by 14 CFR

Name (Last, First, Middle)	Title	Airman Certificate Number	Telephone Number)
Hanley, Thomas M.	President and COO	n/a	317 484 6056
Morgenstern, Richard K.	Chief Pilot	376 54 8363	317 487 4393
Olvey, Donald D.	Vice President of Safety	317 42 2497	317 487 4343
Osleger, Alex P.	Director of Operations	179 58 5253	317 487 4393
Ralich, David	Director of Quality Assurance & Chief Inspector	2231504	317 484 6017
Witkosky, James E.	Director of Maintenance	302 58 8721	317 484 6017

7. Other Key Management Personnel, as applicable - In addition to the required management positions, we request that you identify other key personnel, such as: Director of In-Flight, Director of Quality Control, Director of Quality Assurance, Director of Training, Dispatch Manager, Manager of Maintenance Control, Director of Stations, Director/Manager of Technical Publications (Ops, Mx)

Name (Last, First, Middle)	Title	Airman Certificate Number	Telephone Number
Curran, David	Manager of In-Flight	n/a	317 487 4393
Major, Patrick	Manager of Training	265 06 9531	317 487 4393
Quesnel, Robert	Standards Captain	1981824	317 487 4393
Saulsgiver, Jacob	Manager of SOC	130 50 9858	317 487 4393

Section 1B. To Be Completed By Air Operators**8. Proposed Type of Operation:** (Check as many as applicable)

- | | | | |
|---|--|--|---|
| <input checked="" type="checkbox"/> Air Carrier Certificate | <input checked="" type="checkbox"/> Part 121 | <input checked="" type="checkbox"/> Domestic | <input type="checkbox"/> Cargo Only |
| <input type="checkbox"/> Operating Certificate | <input type="checkbox"/> Part 125 | <input checked="" type="checkbox"/> Supplemental | <input checked="" type="checkbox"/> Passenger and Cargo |
| | <input type="checkbox"/> Part 135 | <input type="checkbox"/> Flag | <input type="checkbox"/> Single Pilot Operator |
| | <input type="checkbox"/> Basic Part 135 Operator | | <input type="checkbox"/> Single Pilot in Command Operator |

Indicate applicable issues affecting new application or requests for amendment(s) to current operations.

- | | | | | | |
|---|--|--|--|--|------------------------------|
| Special issues: | <input type="checkbox"/> ETOPS | <input checked="" type="checkbox"/> RVSM | <input type="checkbox"/> Extended Over Water | <input type="checkbox"/> MNPS | <input type="checkbox"/> RNP |
| | <input type="checkbox"/> Other: (List) | | | | |
| Dangerous Goods:) | <input type="checkbox"/> Carry | <input checked="" type="checkbox"/> Not Carry | | | |
| Maintenance performed by: | <input checked="" type="checkbox"/> Applicant | <input type="checkbox"/> Contractor | | | |
| Operations training by: | <input type="checkbox"/> Applicant | <input checked="" type="checkbox"/> Contractor | | | |
| Type of Ownership: | <input checked="" type="checkbox"/> Corporate | <input type="checkbox"/> Partnership | <input type="checkbox"/> Fractional | <input type="checkbox"/> Sole Proprietor | |
| Citizenship of Owner: | United States of America | | | | |
| Applicant Point Of Contact: (Last, First, Middle) | Hanley, Thomas M. | | | | |
| Telephone Number: (Include Area Code) | 317 484 6056 | | | | |
| Date DOT OST contacted: | February 24, 2003 | | | | |
| Proposed Major Routes or Geographic area of operations: | Point to point service within the contiguous 48 states | | | | |

Section 1C. To Be Completed by Air Agencies**9. Proposed type of agency and rating(s)**

- | | |
|--|---|
| <input type="checkbox"/> Part 145 Repair Station | <input type="checkbox"/> Part 147 Maintenance Technician School |
| <input type="checkbox"/> Domestic | <input type="checkbox"/> Airframe |
| <input type="checkbox"/> Foreign <input type="checkbox"/> New <input type="checkbox"/> Renewal | <input type="checkbox"/> Powerplant |
| <input type="checkbox"/> Satellite | <input type="checkbox"/> Both |
| <input type="checkbox"/> Airframe <input type="checkbox"/> Instrument | |
| <input type="checkbox"/> Powerplant <input type="checkbox"/> Accessory | <input type="checkbox"/> Part 149 Parachute Loft |
| <input type="checkbox"/> Propeller <input type="checkbox"/> Specialized Service | |
| <input type="checkbox"/> Radio | |

Section 1D. To Be Completed By Air Operators**10. Specific aircraft, installed engine and/or propeller make and model must be identified to determine the appropriate regulatory requirements.**

(If there is more than one aircraft, include information for each aircraft on additional sheets)

Aircraft Make: Embraer	Model: EMB 170	Series: 100 - LR	Serial Number: 1700007	Line Number: n/a
Owner:		Lessor:		
Engine Make: General Electric		Model: CF34		Series: 8E5
Propeller Make:		Model:		Series:
Number of Passenger Seats or Cargo Payload Capacity: 70 passengers seats				

Section 1E. To Be Completed By All Applicants**11. Additional information that provides a better understanding of the proposed operation or business**
(attach additional sheets if necessary)

Republic Airlines (Republic), a wholly owned subsidiary of Republic Airways Holdings Inc. will utilize the Embraer 170 LR jet aircraft. The Embraer 170 aircraft will be configured to carry 70 passengers to and from points within the contiguous 48 states. The Republic fleet will be staffed, dispatched and maintained from the airlines base of operations at the Indianapolis International Airport, in Indianapolis, Indiana. On February 9, 2004, Republic and United Air Lines (United) entered into an agreement, whereby Republic will provide feeder services for United under the United Express marketing banner. As part of the United Express Agreement, United has agreed to provide or to arrange for the operational ground handling required to support the Republic operation. Republic expects to accept delivery of its first aircraft on June 1, 2004, and would plan to enter scheduled service on July 1, 2004.

Original Submission: May 23, 2003

Revision 1 Submission: July 29, 2003

Revision 2 Submission: February 19, 2004

12. The statements and information contained on this form indicate intent to apply for FAA certification.

Signature:

Name and Title: (Please Print)

Thomas M. Hanley, President and COO

Date:

SECTION 2 To be completed by FAA district office

Received by (District Office)

Date Forwarded to Regional Office

Date

For:

☐ Action☐ Information Only

Remarks:

Section 3 To be completed by Regional District Office

Received by (Regional Office)

Date

Precertification Number:

Date

District Office Assigned
Responsibility:

Date

Forwarded to CSET Office (if req)

Date

Forwarded to District Office:

Date

Coordinated with AFS-620

Date

Remarks:

SECTION 4 To be completed by Certification Standardization and Evaluation Team (CSET) Office
(as required)

Received by CSET

Date

Coordinated with District Office

Date

Remarks:

REPUBLIC AIRLINES

RJ- 70 TENTATIVE FLEET PLAN

Jul-04	1
Aug-04	1
Sep-04	1
Oct-04	3
Nov-04	2
Dec-04	3
Jan-05	2
Feb-05	1
Mar-05	2

Total: 16 RJ-70

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

MEMORANDUM

DOT FITNESS EVALUATION
KEY PERSONNEL QUESTIONNAIRE

NOTE: This questionnaire will be used in connection with submissions to the DOT regarding Newco's key personnel. (14 C.F.R. § 204.3). Please answer all questions, with a more detailed explanation where requested, sign and date the form, and return it to Robert Cohn at ShawPittman LLP either by telecopier (202/663-8007) or air express service (2300 N Street, N.W., Washington, D.C. 20037). Please indicate if you desire for any part of your response to be kept confidential.

1. Please provide your name and residence address:

David Ralich

2177 Country Club Road

MOORESVILLE, IN 46158

2. Title or position with the company:

DIRECTOR Quality Control

3. Number and type of shares of company stock owned, or to be acquired, if any:

NONE

4. Current position, business address and telephone number:
(If you currently serve in this position with Newco, identify how long you have held the position).

DIRECTOR Quality Control

2500 S. High School Rd Suite 92

Indianapolis, IN 46241

5. Are you a citizen of the United States?

Yes ☒

No ☐

6. If you are not a U.S. citizen, please indicate your nationality and current immigration status: N/A.
7. Are you currently an officer, director or major shareholder (5 percent or more of the total stock), or do you have any other significant interest in, any other air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics, or person whose principal business is the ownership or control of any such transportation or aeronautic activity?

Yes___ No X

(If your answer is "yes", please provide detailed information relating to each such relationship or interest in the space provided in Attachment A to this questionnaire).

8. Have you held, in the past, any position with any U.S. or foreign air carrier, or other aviation-related business?

Yes X No___

SEE ATTACHED RESUME

(If your answer is "yes", please provide information regarding all positions held, with dates of employment and responsibilities, and any other relevant information, in Attachment A, or attach a copy of a recent resume to this questionnaire).

9. Are you or any company in which you have a substantial interest (defined below) the subject of any pending legal action, or outstanding judgment, involving a claim in excess of \$5,000?

Yes___ No X

(If your answer is "yes", please provide date and amount of each claim or judgment, and the name of each claimant or judgment creditor, in the space provided in Attachment A).

10. Are you or any company in which you have substantial interest (defined below) the subject of any pending legal action, or out-standing judgment, involving a claim of less than \$5,000?

Yes____ No X

(If your answer is "yes", please supply the total number and aggregate amount of all claims and/or judgments outstanding against you in the space provided in Attachment A).

11. Are you or have you or any company in which you have a substantial interest (defined below) been the subject of a formal complaint or enforcement investigation by the DOT or the FAA regarding compliance with Subtitle VII of Title 49 of the United States Code (the "Statute"), or any order, rule, regulation or other requirement issued pursuant to the Statute, during the past five (5) years?

Yes____ No X

(If your answer is "yes", describe each complaint or enforcement action, and indicate the current status or final disposition of each matter in the space provided in Attachment A).

12. Have you or any company in which you have a substantial interest (defined below) ever been charged with any unfair or deceptive or anticompetitive business practices, or any fraud, felony or antitrust violation, during the past ten (10) years?

Yes____ No X

(If your answer is "yes", please describe, and indicate disposition or current status of each proceeding in the space provided in Attachment A).

13. Have you or any company in which you have a substantial interest (defined below) been involved in any aircraft accident or incident during the past year, or in the past and which remains the subject of an open investigation by the FAA, NTSB or the Company?

Yes____ No X

(If your answer is "yes", please provide the date and other details, including the status of any pending investigations, in the space provided in Attachment A).

David Palich 2/5/04
Signature Date
David Palich
Name (typed or printed)

Attachments

Personal:

David Ralich
2177 Country Club Road
Mooreville, Indiana 46158

SS# 282-34-6093

Phone: (317) 831-6304

Married
Four children

Education:

Graduated Lorain High School 1961 (Lorain, Ohio)
Attended Ohio University 1961 (Athens, Ohio)
ACME School of Aeronautics 1973 (A&P License 2231504)
Avn Fam Crs 1963
Electronics Class 1963
Mechanical Fundamentals 1964
Avn Mach Mate (Jet) Crs C1A 1964
Maint J-65-W-16A Power Plant 1965
F/RF4B Fuel Sys Maint Organ 1966
Beech 99 School 1973
TPE 331 Garrett Engine Class 1986
Saab 340 School 1988
CT-7 GE Engine Class 1988
IA License 1990

Military:

USMC (Aviation, Jet Mech)
2/26/63 – 4/3/67
Honorable Discharge
Good Conduct Medal
National Defense Ribbon
Expert Rifle Badge
Expert Pistol Badge
Highest ranked attained and discharged as Sargent (E-5)
Draft Status 5A

Experience:

Line Maintenance
Aircraft Overhaul
Engine Overhaul
Accessories

Worked on the following aircraft: A4B, A4E, T33B, EF10B, RF4B,
BEECH 99 A & B, Shorts 330,
Metro III, Merlin III, and Saab 340.

Positions held with Chautauqua Airlines since hire date of March 17, 1974
to present:

Mechanic
Inspector
Manager of Maintenance
Director of Quality Control
Director of Safety
Director of Quality Control (Temporary 2002)
Chief Auditor, Safety and Compliance (Director Level)

DOT FITNESS EVALUATION
KEY PERSONNEL QUESTIONNAIRE

NOTE: This questionnaire will be used in connection with submissions to the DOT regarding Newco's key personnel. (14 C.F.R. § 204.3). Please answer all questions, with a more detailed explanation where requested, sign and date the form, and return it to Robert Cohn at ShawPittman LLP either by telecopier (202/663-8007) or air express service (2300 N Street, N.W., Washington, D.C. 20037). Please indicate if you desire for any part of your response to be kept confidential.

1. Please provide your name and residence address:

James Edward CUTHBERT
4252 Sweet Clover Ct
Columbus, OHIO 43228

2. Title or position with the company:

Director of Maintenance

3. Number and type of shares of company stock owned, or to be acquired, if any:

N/A

4. Current position, business address and telephone number:
(If you currently serve in this position with Newco, identify how long you have held the position).

Base Manager Columbus
4106 E 5th Ave, Columbus OH 43219
1 year (614) 235-7878

5. Are you a citizen of the United States?

Yes ☒

No ☐

6. If you are not a U.S. citizen, please indicate your nationality and current immigration status: N/A.

7. Are you currently an officer, director or major shareholder (5 percent or more of the total stock), or do you have any other significant interest in, any other air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics, or person whose principal business is the ownership or control of any such transportation or aeronautic activity?

Yes___ No ☒

(If your answer is "yes", please provide detailed information relating to each such relationship or interest in the space provided in Attachment A to this questionnaire).

8. Have you held, in the past, any position with any U.S. or foreign air carrier, or other aviation-related business?

SEE ATTACHED RESUME

Yes ☒ No___

(If your answer is "yes", please provide information regarding all positions held, with dates of employment and responsibilities, and any other relevant information, in Attachment A, or attach a copy of a recent resume to this questionnaire).

9. Are you or any company in which you have a substantial interest (defined below) the subject of any pending legal action, or outstanding judgment, involving a claim in excess of \$5,000?

Yes___ No ☒

(If your answer is "yes", please provide date and amount of each claim or judgment, and the name of each claimant or judgment creditor, in the space provided in Attachment A).

10. Are you or any company in which you have substantial interest (defined below) the subject of any pending legal action, or out-standing judgment, involving a claim of less than \$5,000?

Yes____ No ☒

(If your answer is "yes", please supply the total number and aggregate amount of all claims and/or judgments outstanding against you in the space provided in Attachment A).

11. Are you or have you or any company in which you have a substantial interest (defined below) been the subject of a formal complaint or enforcement investigation by the DOT or the FAA regarding compliance with Subtitle VII of Title 49 of the United States Code (the "Statute"), or any order, rule, regulation or other requirement issued pursuant to the Statute, during the past five (5) years?

Yes____ No ☒

(If your answer is "yes", describe each complaint or enforcement action, and indicate the current status or final disposition of each matter in the space provided in Attachment A).

12. Have you or any company in which you have a substantial interest (defined below) ever been charged with any unfair or deceptive or anticompetitive business practices, or any fraud, felony or antitrust violation, during the past ten (10) years?

Yes____ No ☒

(If your answer is "yes", please describe, and indicate disposition or current status of each proceeding in the space provided in Attachment A).

13. Have you or any company in which you have a substantial interest (defined below) been involved in any aircraft accident or incident during the past year, or in the past and which remains the subject of an open investigation by the FAA, NTSB or the Company?

Yes____ No ☒

(If your answer is "yes", please provide the date and other details, including the status of any pending investigations, in the space provided in Attachment A).

James E. Witkosky 2/19/04
Signature Date

James E. Witkosky
Name (typed or printed)

Attachments

Resume

4252 Sweet clover ct
Columbus, Oh 43228

614.871.9258 Home
317.710.3098 cell
jwitkosky@flychautauqua.com

James E. Witkosky

Objective

To secure a position with a company that has vision and growth in their future. To use my abilities and skills to motivate team members. To efficiently and effectively use my experience and skills to maintain The day to day operations of the organization.

Experience

▪ December 2000 to present Chautauqua Airlines

Base Manager Pittsburgh, Pa- St. Louis, MO- Columbus, OH

- Currently oversee the operation of our largest maintenance base in Columbus, Ohio. Base responsibilities include Two C-Check lines, day and evening line operation, heavy overnight maintenance. The base employ's 100+ personnel.
- Responsible for the day to day line maintenance operation, overnight maintenance and C check maintenance lines.
- Provide the tools and resources necessary to maintain a 100 plus per day flight schedule.
- Initiate policies and procedures that directly impact the operation performance of the station.
- Responsible for hiring, terminating and evaluating employee's
- Motivate and maintain positive attitudes of employee's towards the company and its policies.
- Perform receiving inspection duties of all aircraft components.
- Communicate with vendors and customers.
- Build programs to enhance communication and production with other departments.
- Schedule employee vacations and technical training.

▪ February 1996- December 2000 Beaver Valley QL -Monaca, Pa **Owner and operator**

- Owned and operated Automotive repair station.
- Increased sales to \$300,000 plus
- Awarded best repair station in the valley.

▪ September 1989- September 1997 USAirways Pittsburgh, Pa **Maintenance Control Foreman**

- Aircraft mechanic from September 1989- December 1990.
- Maintenance control foreman from December 1990 – September 1996.
- Hydraulic component repair shop foreman September 1996- September 1997
- As a maintenance control foreman responsible for organizing and

maintaining the operational readiness of the Douglas aircraft fleet. Assisted maintenance bases with technical support required to maintain the operational readiness of the fleet.

- Served one year as a traveling technical troubleshooter to diagnose and repair chronic aircraft discrepancies.
- As the hydraulic component shop foreman responsible to maintain serviceable parts quota's. Scheduled work for a 23 man operation.

▪ **March 1985- September 1989 Lockheed Aeromod Center. – Greenville,SC**

Electrical and Avionics Lead Mechanic

- Scheduled workload for aircraft electricians and avionics technicians
- Performed various scheduled checks, and modifications to assorted fleet types.
- Maintained DC9, MD80, 737, 727, L1011, DC10 and various military aircraft including the C-130 and the P3
- Responsible for hiring, terminating and evaluating employee's

July 1979- July 1983 US Navy Whidbey Island, WA

Aircraft Electrician E-5

- Aircraft electrician on EA6B type aircraft
- Aircraft carrier flight deck troubleshooter. Responsible for maintaining daily flight operation. Quick and responsible decision making in order to complete daily flight schedule.
- Shop supervisor responsible for scheduling daily maintenance and repair orders in order to maintain an operational ready fleet.
- Honorable discharge.

Interests

Family, various sports, community involvement, church.

Personal

Married. Wife's name Teressa A. Witkosky

Two Children: Nicholas age 14 Jimmy age 7

A&P License Number 302588721

Republic Airlines
First 12 Months of Operation
Projected Income Statement

	Start-Up Period	1st 3 mos	2nd 3 mos	3rd 3 mos	4th 3 mos	Total 12 Months
Revenue:						
Expenses:						
Wages & Benefits						
Fuel						
Landing Fees						
AC Leasing costs						
Maintenance						
Insurance & Prop Taxes						
Depreciation						
Training						
Travel						
Other						
Total Operating Exp:						
Operating Income/(Loss):						
Interest Expense	707,000	1,426,406	1,103	3,262,031	557	4,884,844
Interest (Income):		-	-	-	-	-
Other Non-Op Costs		-	-	-	-	-
Pre-Tax Income/(Loss):						
Pre-Tax Margin:						
Tax Expense/ (Benefit)						
Net Income/(Loss):						
Net Margin:						

	1st 3 mos	2nd 3 mos	3rd 3 mos	4th 3 mos	Total 12 Months
Statistics:					
# of Active AC @ Qtr End:	2	9	16	16	16
Block Hours	1,293	5,851	13,027	14,469	34,641
Flight Hours					
Departures	793	3,588	7,989	8,873	21,242
ASMs					
RPMs					
Load Factor					
Passengers					
Average Stage Length					
RASM (cents)					
CASM (cents)					

Republic Airlines
Year 1 Balance Sheet

	Day 1 of Operation	Day 365 of Operation
Cash	691,947	420,611
Accounts Receivable	-	-
Restricted Cash		
Inventories	500,000	5,600,000
Current Assets:	1,191,947	6,020,611
Flight Equipment	42,500,000	340,000,000
Property & Equipment:	3,000,000	19,900,000
Accum. Depreciation	(302,000)	(11,955,155)
Net PP&E:	45,198,000	347,944,845
Deposits & Capitalized Interest	27,112,500	3,100,000
Other LT Assets	121,000	121,000
Total Assets:	73,623,447	357,186,456
AP & Current Accruals	-	6,434,710
Credit Line		
Accrued Income Taxes	-	385,145
Long-Term Debt - Embraer RJ Finance	38,034,947	296,021,151
Note Payable	37,000,000	41,500,000
Deferred Income (AC Credits)		11,401,515
Total Liabilities:	75,034,947	355,742,522
Common Stock	10,000	10,000
APIC	-	-
Retained Earnings	(1,421,500)	1,433,934
Total Equity:	(1,411,500)	1,443,934
Total Liabilities & Equity	73,623,447	357,186,455
Check:	-	0

AGREEMENT

The undersigned carriers (hereinafter referred to as "the Carriers") hereby agree as follows:

1. Each of the Carriers shall, effective May 16, 1966, include the following in its conditions of carriage, including tariffs embodying conditions of carriage filed by it with any government:

"The Carrier shall avail itself of the limitation of liability provided in the Convention for the Unification of Certain Rules Relating to International Carriage by Air signed at Warsaw October 12th, 1929, or provided in the said Convention as amended by the Protocol signed at The Hague September 28th, 1955. However, in accordance with Article 22(1) of said Convention, or said Convention as amended by said Protocol, the Carrier agrees that, as to all international transportation by the Carrier as defined in the said Convention or said Convention as amended by said Protocol, which, according to the contract of Carriage, includes a point in the United States of America as a point of origin, point of destination, or agreed stopping place

- (1) The limit of liability for each passenger for death, wounding, or other bodily injury shall be the sum of US \$75,000 inclusive of legal fees and costs, except that, in case of a claim brought in a State where provision is made for separate award of legal fees and costs, the limit shall be the sum of US \$58,000 exclusive of legal fees and costs.
- (2) The Carrier shall not, with respect to any claim arising out of the death, wounding, or other bodily injury of a passenger, avail itself of any defense under Article 20(1) of said Convention or said Convention as amended by said Protocol.

Nothing herein shall be deemed to affect the rights and liabilities of the Carrier with regard to any claims brought by, on behalf of, or in respect of any person who has willfully caused damage which resulted in death, wounding, or other bodily injury of a passenger."

2. Each Carrier shall, at the time of delivery of the ticket, furnish to each passenger whose transportation is governed by the Convention, or the Convention as amended by the Hague Protocol, and by the special contract described in paragraph 1, the following notice, which shall be printed in type at least as large as 10 point modern type and in ink contrasting with the stock on (i) each ticket; (ii) a piece of paper either placed in the ticket envelope with the ticket or attached to the ticket; or (iii) on the ticket envelope:

"ADVICE TO INTERNATIONAL PASSENGER ON LIMITATION OF LIABILITY

Passengers on a journey involving an ultimate destination or a stop in a country other than the country of origin are advised that the provisions of a treaty known as the Warsaw Convention may be applicable to the entire journey, including any portion entirely within the country of origin or destination. For such passengers on a journey to, from, or with an agreed stopping place in the United States of America, the Convention and special contracts of carriage embodied in applicable tariffs provide that the liability of [certain]* See Note 1 Below

[(name of carrier) and certain other] carriers parties to such special contracts for death of or personal injury to passengers is limited in most cases to proven damages not to exceed US \$75,000 per passenger, and that this liability up to such limit shall not depend on negligence on the part of the carrier. For such passengers traveling by a carrier not a party to such special contracts or on a journey not to, from, or having an agreed stopping place in the United States of America, liability of the carrier for death or personal injury to passengers is limited in most cases to approximately US \$10,000 or US \$20,000.

The names of Carriers parties to such special contracts are available at all ticket offices of such carriers and may be examined on request.

Additional protection can usually be obtained by purchasing insurance from a private company. Such insurance is not affected by any limitation of the carrier's liability under the Warsaw Convention or such special contracts of carriage. For further information please consult your airline or insurance company representative."

3. [The Agreement was filed with the Civil Aeronautics Board of the United States. The Board approved it by Order E-23680, adopted May 13, 1966. The Agreement (Agreement 18900) became effective May 16, 1966. On January 1, 1985, this Agreement became the responsibility of the Department of Transportation (DOT) by operation of law.]

4. This Agreement may be signed in any number of counterparts, all of which shall constitute one Agreement. Any Carrier may become a party to this Agreement by signing a counterpart hereof and depositing it with DOT.

5. Any Carrier party hereto may withdraw from this Agreement by giving twelve (12) months' written notice of withdrawal to DOT and the other Carriers parties to the Agreement.

* Either alternative may be used.

1. Republic Airline Inc.
d/b/a Republic Airlines
d/b/a United Express

Thomas M. Hanley 3/9/04

President & COO [signature and title]

Republic Airline Inc. [name of carrier]

2500 S. High School Road [address of carrier]

Suite 92

Indianapolis, IN 46241